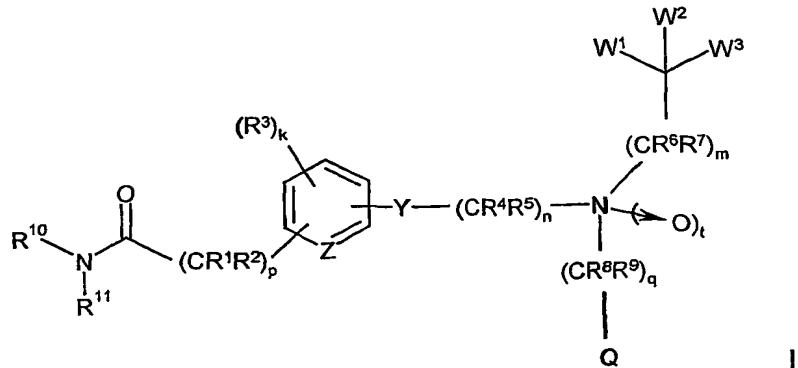


What is claimed is:

1. A compound of Formula I:



5 wherein:

Z is CH, CR³ or N, wherein when Z is CH or CR³, k is 0-4 and t is 0 or 1, and when Z is N, k is 0-3 and t is 0;

Y is selected from -O-, -S-, -N(R¹²)-, and -C(R⁴)(R⁵)-;

W¹ is selected from C₁-C₆ alkyl, C₀-C₆ alkyl C₃-C₈ cycloalkyl, aryl and Het,

10 wherein said C₁-C₆ alkyl, C₃-C₈ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CNR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

15 W² is selected from H, halo, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CNR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OCONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³COR¹⁵, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C₃-C₇ cycloalkyl, Ar and Het moieties of said -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CNR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹²,

-C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵,
-C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵,
-C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and
-C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl, is optionally unsubstituted or

5 substituted by one or more halo substituents;

W³ is selected from the group consisting of: H, halo, C₁-C₆ alkyl,

-C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-CO₂R¹²,
-C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵,
-C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OCONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³CONR¹³R¹⁴,

10 -C₀-C₆ alkyl-NR¹³COR¹⁵, -C₀-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar and

-C₁-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is selected from C₃-C₈ cycloalkyl, Ar and Het; wherein said C₃-C₈ cycloalkyl,

Ar and Het are optionally unsubstituted or substituted with one or more groups

15 independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₈ alkenyl,

C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴,

-C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹²,

-C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵,

-C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵,

20 -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and

-C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

p is 0-8;

n is 2-8;

25 m is 0 or 1;

q is 0 or 1;

t is 0 or 1;

each R¹ and R² are independently selected from H, halo, C₁-C₆ alkyl,

C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SR¹²,

30 -C₁-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar and -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, or R¹ and R²

together with the carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where any of said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

35 each R³ is the same or different and is independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₈ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹²,

-C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹²,
 -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴,
 -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴,
 and -C₀-C₆ alkyl-NR¹³COR¹⁵, wherein said C₁-C₆ alkyl is optionally unsubstituted or
 5 substituted by one or more halo substituents;
 each R⁴ and R⁵ is independently selected from H, halo, C₁-C₆ alkyl,
 -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;
 R⁸ and R⁷ are each independently selected from H, halo, C₁-C₆ alkyl,
 -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;
 10 R⁸ and R⁹ are each independently selected from H, halo, C₁-C₆ alkyl,
 -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;
 R¹⁰ and R¹¹ are each independently selected from H, C₁-C₁₂ alkyl,
 C₃-C₁₂ alkenyl, C₃-C₁₂ alkynyl, -C₀-C₈ alkyl-Ar, -C₀-C₈ alkyl-Het,
 -C₀-C₈ alkyl-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-O-Ar, -C₀-C₈ alkyl-O-Het,
 15 -C₀-C₈ alkyl-O-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-S(O)_x-C₀-C₆ alkyl, -C₀-C₈ alkyl-S(O)_x-Ar,
 -C₀-C₈ alkyl-S(O)_x-Het, -C₀-C₈ alkyl-S(O)_x-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-NH-Ar,
 -C₀-C₈ alkyl-NH-Het, -C₀-C₈ alkyl-NH-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-N(C₁-C₄ alkyl)-Ar,
 -C₀-C₈ alkyl-N(C₁-C₄ alkyl)-Het, -C₀-C₈ alkyl-N(C₁-C₄ alkyl)-C₃-C₇ cycloalkyl,
 -C₀-C₈ alkyl-Ar, -C₀-C₈ alkyl-Het and -C₀-C₈ alkyl-C₃-C₇ cycloalkyl, where x is 0, 1 or 2,
 20 or R¹⁰ and R¹¹, together with the nitrogen to which they are attached, form a 4-7
 membered heterocyclic ring which optionally contains one or more additional
 heteroatoms selected from N, O, and S, wherein said C₁-C₁₂ alkyl, C₃-C₁₂ alkenyl, or
 C₃-C₁₂ alkynyl is optionally substituted by one or more of the substituents independently
 selected from the group halo, -OH, -SH, -NH₂, -NH(unsubstituted C₁-C₆ alkyl),
 25 -N(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl), unsubstituted -OC₁-C₆ alkyl,
 -CO₂H, -CO₂(unsubstituted C₁-C₆ alkyl), -CONH₂, -CONH(unsubstituted C₁-C₆ alkyl),
 -CON(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl), -SO₃H, -SO₂NH₂,
 -SO₂NH(unsubstituted C₁-C₆ alkyl) and -SO₂N(unsubstituted C₁-C₆ alkyl)(unsubstituted
 C₁-C₆ alkyl);
 30 R¹² is selected from H, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar,
 -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;
 each R¹³ and each R¹⁴ are independently selected from H, C₁-C₆ alkyl,
 C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and
 -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, or R¹³ and R¹⁴ together with the nitrogen to which they are
 35 attached form a 4-7 membered heterocyclic ring which optionally contains one or more
 additional heteroatoms selected from N, O, and S; and
 R¹⁵ is selected from C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar,
 -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

provided that R¹⁰ and R¹¹ are not both H when Z is CH or N, Y is -O(CR⁴R⁵)-, n is 3, m is 1 and each R⁴, R⁵, R⁶, R⁷ are H, W³ is H, p is 0 or p is 1 or 2 and R¹ and R² are each H, k is 0 or k is 1 and R³ is halo or C₁-C₄ alkoxy, q is 0 or q is 1 or 2 and R⁸ and R⁹ are each H, Q is unsubstituted C₃-C₇ cycloalkyl, phenyl or Het, or phenyl substituted by one or more substituents selected from halo, -CH₃, -CH₂CH₃, -CF₃, -OC₁-C₄ alkyl, -OCH₂CH₂OH, -OCF₃, -OCF₂H, -SCH₃, -SCF₃, -SO₂CH₃, -CO₂H, -CO₂CH₃, -OH, -OCH₂CO₂H, -CH₂CONH₂, -NO₂, -CN, -N(CH₃)₂, and -NHC(O)CH₃, or Het substituted by one or more substituents selected from: -C₁-C₃ alkyl, -OC₁-C₄ alkyl, -CH₂OH, -CO₂H, -CO₂CH₂CH₃, -CO₂-tert-C₄H₉ alkyl, -CO₂CH₂-phenyl, -CONH₂, -C(O)phenyl, -C(O)CH₃, -CH₂CH₂-phenyl, and oxo, t is 0, and W¹ and W² are each independently selected from unsubstituted cyclohexyl and unsubstituted phenyl; or

5 provided that the compound is not:

10 3-[3-[[2-[3,4-bis(phenylmethoxy)phenyl]-2-hydroxyethyl](phenylmethyl)amino]propyl]-benzamide,

15 (S)-2-hydroxy-5-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzamide,

20 5-[2-[[2-[3,5-bis(phenylmethoxy)phenyl]-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-2-hydroxy-benzamide,

25 2-hydroxy-4-[3-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]propoxy]-benzamide,

30 (R)-2-hydroxy-5-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzamide,

35 2-hydroxy-5-[3-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]propyl]-benzamide,

40 2-hydroxy-5-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzamide,

45 5-[2-[[2-(4-fluorophenyl)-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-2-hydroxy-benzamide,

50 (R)-4-[2-[(2-hydroxy-2-[3-(trifluoromethyl)phenyl]ethyl)(phenylmethyl)amino]ethoxy]-benzeneacetamide,

55 (R)-4-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzeneacetamide,

60 4-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzeneacetamide,

5-[2-[[2-(4-fluorophenyl)-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-2-hydroxybenzamine, or

4-[2-[[2-[3,4-bis(phenylmethoxy)phenyl]-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-benzamide,

5 or a pharmaceutically acceptable salt or solvate thereof.

2. The compound according to claim 1, wherein p is 0, 1 or 2.

3. The compound according to claims 1 or 2, wherein t is 0.

10 4. The compound according to any one of claims 1-3, wherein R¹, R², R⁸ and R⁹ are each H.

5. The compound according to any one of claims 1-4, wherein Z is CH.

15 6. The compound according to any one of claims 1-5, wherein k is 0 or 1.

7. The compound according to any one of claims 1-6, wherein R³ is selected from halo, C₁-C₄ alkyl and C₁-C₄ alkoxy.

20 8. The compound according to any one of claims 1-7, wherein n is 2-4.

9. The compound according to any one of claims 1-8, wherein n is 3.

25 10. The compound according to any one of claims 1-9, wherein q is 1.

11. The compound according to any one of claims 1-10, wherein R⁴ and R⁵ are independently selected from H and C₁-C₄ alkyl.

30 12. The compound according to any one of claims 1-11, wherein R¹⁰ and R¹¹ are independently selected from H and C₁-C₄ alkyl, or R¹⁰ and R¹¹, together with the nitrogen to which they are attached, form a substituted or unsubstituted 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N and O, wherein the substituted ring is substituted with C₁-C₄ alkyl.

35 13. The compound according to any one of claims 1-12, wherein R¹⁰ and R¹¹ are each independently selected from H, methyl and ethyl, or R¹⁰ and R¹¹, together

with the nitrogen to which they are attached, form a azetidinyl, pyrrolidinyl, piperidinyl, azepanyl, N-methyl-piperazinyl, or morpholinyl group.

14. The compound according to any one of claims 1-13, wherein Q is aryl.

5

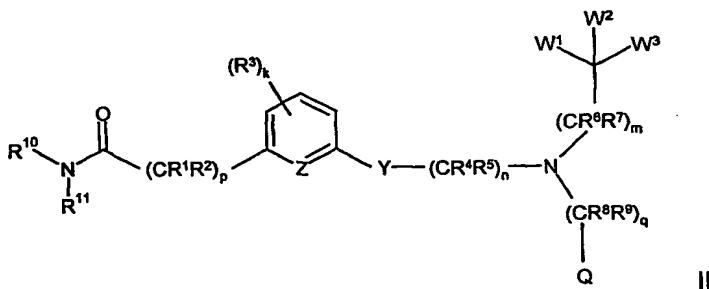
15. The compound according to any one of claims 1-14, wherein Q is phenyl optionally substituted with two substituents selected from halo and C₁-C₄ haloalkyl.

10 16. The compound according to any one of claims 1-15, wherein m is 0 or m is 1 and R⁶ and R⁷ are both H.

17. The compound according to any one of claims 1-16, wherein W³ is H.

15 18. The compound according to any one of claims 1-17 wherein W¹ and W² are each unsubstituted phenyl or W¹ is unsubstituted phenyl and W² is methyl.

19. A compound having Formula II:



20

wherein:

Z is CH or N, wherein k is 0, 1 or 2;

Y is -O- or -C(R⁴)(R⁵)-;

W¹ is selected from C₁-C₆ alkyl, C₃-C₈ cycloalkyl, aryl or Het, wherein said

25 C₁-C₆ alkyl, C₃-C₈ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-SO₃H, -C₀-C₄ alkyl-SO₂NR¹³R¹⁴, -C₀-C₄ alkyl-SO₂R¹², -C₀-C₄ alkyl-SOR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₄ alkyl-OC(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)NR¹³R¹⁴,

and -C₀-C₄ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W² is selected from H, halo, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-CO₂R¹²,

- 5 -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OCONR¹³R¹⁴, -C₀-C₄ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₄ alkyl-NR¹³COR¹⁵, -C₀-C₄ alkyl-Het, -C₀-C₄ alkyl-Ar and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C₃-C₇ cycloalkyl, Ar and Het moieties of said -C₀-C₄ alkyl-Het, -C₀-C₄ alkyl-Ar and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-SO₃H, -C₀-C₄ alkyl-SO₂NR¹³R¹⁴, -C₀-C₄ alkyl-SO₂R¹², -C₀-C₄ alkyl-SOR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₄ alkyl-OC(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₄ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

- 20 W³ is selected from the group consisting of: H, halo, C₁-C₆ alkyl, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OCONR¹³R¹⁴, -C₀-C₄ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₄ alkyl-NR¹³COR¹⁵, -C₀-C₄ alkyl-Het, -C₁-C₄ alkyl-Ar and

- 25 -C₁-C₄ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

- Q is phenyl or Het; wherein said phenyl or Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-SO₃H, -C₀-C₄ alkyl-SO₂NR¹³R¹⁴, -C₀-C₄ alkyl-SO₂R¹², -C₀-C₄ alkyl-SOR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₄ alkyl-OC(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₄ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

n is 3;

m is 0 or 1;

- q is 0 or 1;
- t is 0;
- each R¹ and R² are independently selected from H, fluoro, C₁-C₆ alkyl, -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-SR¹², -C₁-C₄ alkyl-Het, -C₁-C₄ alkyl-Ar and
- 5 -C₁-C₄ alkyl-C₃-C₇ cycloalkyl, where any of said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;
- each R³ is the same or different and is independently selected from halo, cyano, C₁-C₆ alkyl, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-SO₂NR¹³R¹⁴, and -C₀-C₄ alkyl-CO₂H, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by
- 10 one or more halo substituents;
- each R⁴ and R⁵ is independently selected from H, fluoro and C₁-C₆ alkyl;
- R⁶ and R⁷ are each independently selected from H, fluoro and C₁-C₆ alkyl;
- R⁸ and R⁹ are each independently selected from H, fluoro and C₁-C₆ alkyl;
- R¹⁰ and R¹¹ are each independently selected from H, C₁-C₁₀ alkyl,
- 15 C₃-C₈ alkenyl, C₃-C₈ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-O-Ar, -C₀-C₆ alkyl-O-Het, -C₀-C₆ alkyl-O-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-S(O)_x-C₁-C₆ alkyl, -C₀-C₆ alkyl-S(O)_x-Ar, -C₀-C₆ alkyl-S(O)_x-Het, -C₀-C₆ alkyl-S(O)_x-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-NH-Ar,
- 20 -C₀-C₆ alkyl-NH-Het, -C₀-C₆ alkyl-NH-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-N(C₁-C₄ alkyl)-Ar, -C₀-C₆ alkyl-N(C₁-C₄ alkyl)-Het, -C₀-C₆ alkyl-N(C₁-C₄ alkyl)-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, where x is 0, 1 or 2, or R¹¹ and R¹², together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C₁-C₁₀ alkyl, C₃-C₁₀ alkenyl,
- 25 C₃-C₁₀ alkynyl are optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH₂, -NH(unsubstituted C₁-C₄ alkyl), -N(unsubstituted C₁-C₄ alkyl)(unsubstituted C₁-C₄ alkyl), unsubstituted -OC₁-C₄ alkyl, -CO₂H, -CO₂(unsubstituted C₁-C₄ alkyl), -CONH₂, -CONH(unsubstituted C₁-C₄ alkyl), -CON(unsubstituted C₁-C₄ alkyl)(unsubstituted C₁-C₄ alkyl), -SO₃H,
- 30 -SO₂NH₂, -SO₂NH(unsubstituted C₁-C₄ alkyl) and -SO₂N(unsubstituted C₁-C₄ alkyl);
- R¹² is selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl;
- each R¹³ and R¹⁴ are each independently selected from H, C₁-C₆ alkyl,
- 35 -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl, or R¹³ and R¹⁴ together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{15} is selected from C_1-C_6 alkyl, $-C_0-C_4$ alkyl-Ar, $-C_0-C_4$ alkyl-Het and $-C_0-C_4$ alkyl- C_3-C_7 cycloalkyl;
 provided that R^{10} and R^{11} are not both H when Z is CH or N, Y is $-O(CR^4R^5)-$, n is 3, m is 1 and each R^4 , R^5 , R^6 , R^7 are H, W³ is H, p is 0 or p is 1 or 2 and R^1 and R^2 are each H, k is 0 or k is 1 and R^3 is halo or C_1-C_4 alkoxy, q is 0 or q is 1 or 2 and R^8 and R^9 are each H, Q is unsubstituted phenyl or Het, or phenyl substituted by one or more substituents selected from halo, $-CH_3$, $-CH_2CH_3$, $-CF_3$, $-OC_1-C_4$ alkyl, $-OCH_2CH_2OH$, $-OCF_3$, $-OCF_2H$, $-SCH_3$, $-SCF_3$, $-SO_2CH_3$, $-CO_2H$, $-CO_2CH_3$, $-OH$, $-OCH_2CO_2H$, $-CH_2CONH_2$, $-NO_2$, $-CN$, $-N(CH_3)_2$, and $-NHC(O)CH_3$, or Het substituted by one or more substituents selected from: $-C_1-C_3$ alkyl, $-OC_1-C_4$ alkyl, $-CH_2OH$, $-CO_2H$, $-CO_2CH_2CH_3$, $-CO_2-tert-C_4H_9$ alkyl, $-CO_2CH_2$ -phenyl, $-CONH_2$, $-C(O)phenyl$, $-C(O)CH_3$, $-CH_2CH_2$ -phenyl, and oxo, t is 0, and W^1 and W^2 are each independently selected from unsubstituted cyclohexyl and unsubstituted phenyl; or
 provided that the compound is not 2-hydroxy-4-[3-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]propoxy]-benzamide,
 or a pharmaceutically acceptable salt or solvate thereof.

20. The compound according to claims 1 or 19, wherein R^1 , R^2 , R^3 , R^6 , R^7 , R^8 , R^9 and W^3 are each H; R^4 and R^5 are each independently selected from H and C_1-C_4 alkyl, R^{10} and R^{11} are each independently selected from H, C_1-C_{10} alkyl, $-C_1-C_4$ alkyl-O-Ar, $-S(O)_2C_1-C_4$ alkyl, $-S(O)_2Ar$, $-C_0-C_4$ alkyl-Het, where the Het group is selected from imidazolyl, thieryl (thiophenyl), morpholinyl, thiomorpholinyl, furyl, tetrahydrofuranyl, pyridyl, isoxazolyl, oxadiazolyl, triazolyl and thiazolyl; or R^{10} and R^{11} , together with the nitrogen to which they are attached, form a substituted or unsubstituted 4-7 membered heterocyclic ring which optionally contains one additional heteroatom selected from N and O, wherein the substituted ring is substituted with C_1-C_4 alkyl, wherein when said C_0-C_4 alkyl is C_1-C_4 alkyl, said C_1-C_4 alkyl is unsubstituted or substituted by $-CO_2H$ or $-CO_2$ (unsubstituted C_1-C_6 alkyl); Z is CH; Y is $-O-$ or $-C(R^4)(R^5)-$; Q is a substituted phenyl group, containing two substituents selected from halo and C_1-C_4 haloalkyl; p is 0, 1 or 2; n is 3; m is 0 or 1; q is 1; k is 0; t is 0; and W^1 and W^2 are aryl or W^1 is aryl and W^2 is aryl or C_1-C_4 alkyl; or a pharmaceutically acceptable salt or solvate thereof.

21. The compound according to claims 1 or 19, wherein R^1 , R^2 , R^3 , R^6 , R^7 , R^8 , R^9 and W^3 are each H; R^4 and R^5 are each independently selected from H and methyl; R^{10} and R^{11} are each independently selected from H, methyl, ethyl, imidazol-2-yl-methyl-, 5-bromo-thiophen-2-yl-methyl- (or 5-bromo-thien-2-yl-methyl-), thiophen-2-yl-methyl- (or thien-2-yl-methyl-), 2-methoxy-ethyl-, 2-dimethylamino-ethyl-,

- 2-morpholin-4-yl-ethyl-, 2-methoxy-1-methyl-ethyl-, 2-methoxy-ethyl-, furan-2-yl-methyl-,
3-methyl-isoxazol-5-yl-methyl-, 2-thiomorpholin-4-yl-ethyl-, 2-pyrrolidin-1-yl-ethyl-,
pyridin-3-yl-methyl-, 2-pyridin-2-yl-ethyl-, 3-phenoxy-ethyl-, 3-isopropoxy-propyl-,
3-methoxy-propyl-, 5-methyl-[1,3,4] oxadiazol-2-yl-methyl-, 4-methyl-thiazol-2-yl-
- 5 methyl-, 1-thiophen-2-yl-ethyl-, thiophen-3-yl-methyl- 5-methyl-4H-[1,2,4]triazol-3-yl-
methyl-, pyridin-2-yl-methyl-, tetrahydrofuran-2-yl-methyl-, 1-ethyl-pyrrolidin-2-yl-
methyl-, octyl, decyl, 2-(2-hydroxy-ethoxy)-ethyl-, 1-carboxy-thiophen-2-yl-methyl- (or 1-
10 carboxy-thien-2-yl-methyl-), phenyl, methyl-sulfonyl- (mesyl), phenyl-sulfonyl- (benzene
sulfonyl), or R¹⁰ and R¹¹, together with the nitrogen to which they are attached, form an
azetidinyl, pyrrolidinyl, piperidinyl, azepanyl, 4-methyl-piperazin-1-yl, or morpholin-4-yl
15 group; Z is CH; Y is -O-; Q is 2-chloro-3-(trifluoromethyl)phenyl; p is 1; n is 3; q is 1;
k is 0; t is 0; m is 1; and W¹ and W² are each unsubstituted phenyl or W¹ is
unsubstituted phenyl and W² is methyl; or a pharmaceutically acceptable salt or solvate
thereof.
- 15
22. A compound selected from:
- 2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-
propoxy}phenyl)-1-morpholin-4-yl-ethanone;
- 2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-
20 propoxy}phenyl)-N-methyl-acetamide;
- 2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-
propanoyl}phenyl)-N,N-dimethyl-acetamide;
- 2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-
30 propoxy}phenyl)-1-piperidin-1-yl-ethanone;
- 2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-
propoxy}phenyl)-1-(4-methyl-piperazin-1-yl)-ethanone;
- 2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-
35 propoxy}phenyl)-1-pyrrolidin-1-yl-ethanone;
- 2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-
propoxy}phenyl)-N,N-diethyl-acetamide;
- 2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-
propoxy}phenyl)-1-azetidin-1-yl-ethanone;
- 2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-
40 propoxy}phenyl)-1-azepan-1-yl-ethanone;
- (S)-2-(3-{3-[(2-chloro-3-(trifluoromethyl)benzyl)(2-phenyl-propyl)amino]propanoyl}-
phenyl)-acetamide;

- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(1H-imidazol-2-ylmethyl)-acetamide;
- N-(5-bromo-thiophen-2-ylmethyl)-2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-acetamide;
- 5 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-thiophen-2-ylmethyl-acetamide;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-methoxy-ethyl)-acetamide;
- 10 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-dimethylamino-ethyl)-acetamide;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-morpholin-4-yl-ethyl)-acetamide;
- 15 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-methoxy-1-methyl-ethyl)-acetamide;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-methoxy-ethyl)-N-methyl-acetamide;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N,N-bis-(2-methoxy-ethyl)-acetamide;
- 20 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-furan-2-ylmethyl-acetamide;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(3-methyl-isoxazol-5-ylmethyl)-acetamide;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-thiomorpholin-4-yl-ethyl)-acetamide;
- 25 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-pyrrolidin-1-yl-ethyl)-acetamide;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-pyridin-3-ylmethyl-acetamide;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-pyridin-2-yl-ethyl)-acetamide;
- 30 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(3-phenoxy-ethyl)-acetamide;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(3-isopropoxy-propyl)-acetamide;
- 35 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(3-methoxy-propyl)-acetamide;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(5-methyl-[1,3,4]oxadiazol-2-ylmethyl)-acetamide;

- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(4-methyl-thiazol-2-ylmethyl)-acetamide;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(1-thiophen-2-yl-ethyl)-acetamide;
- 5 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-thiophen-3-ylmethyl-acetamide;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(5-methyl-4H-[1,2,4]triazol-3-ylmethyl)-acetamide;
- 10 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-pyridin-2-ylmethyl-acetamide;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(tetrahydro-furan-2-ylmethyl)-acetamide;
- 15 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(1-ethyl-pyrrolidin-2-ylmethyl)-acetamide;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-octyl-acetamide;
- 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-decyl-acetamide;
- 20 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-[2-(2-hydroxy-ethoxy)-ethyl]-acetamide;
- [2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethanoylamino]-2-thiophen-2-yl-acetic acid;
- 3-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethanoylamino]-propionic acid;
- 25 3-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethanoylamino]-acetic acid;
- (*R*)-2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-2-methyl-propoxy}phenyl)-1-morpholin-4-yl-ethanone;
- 2-(3-{(*R*)-3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-butoxy}-phenyl)-1-morpholin-4-yl-ethanone;
- 30 4-(3-{(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-N,N-dimethyl-benzamide;
- 1-(4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-1-morpholin-4-yl-methanone;
- 35 1-(4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-1-(4-methyl-piperazin-1-yl)-methanone;
- 3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-N,N-dimethyl-benzamide;

3-[3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy]-*N*-phenyl-benzamide;

1-(3-[3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy]-phenyl)-1-morpholin-4-yl-methanone;

5 1-(3-[3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy]-phenyl)-1-(4-methyl-piperazin-1-yl)-methanone;

N-[1-(3-[3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy]-phenyl)-methanoyl]-methanesulfonamide;

N-[1-(3-[3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy]-phenyl)-methanoyl]-benzenesulfonamide;

10 *N*-[2-(3-[3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy]-phenyl)-ethanoyl]-methanesulfonamide;

N-[2-(3-[3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy]-phenyl)-ethanoyl]-benzenesulfonamide

15 *N*-[-(3-[3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy]-phenyl-ethanoyl)-*N*-methyl-benzenesulfonamide;

N-[2-(3-[3-[(chlorotrifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy]-phenyl)-ethanoyl]-*N*-methyl-methanesulfonamide;

20 2-(3-[3-[(2-chloro-3-trifluoromethyl-benzyl)-((S)-2-phenyl-propyl)-amino]-propoxy)-phenyl)-1-morpholin-4-yl-ethanone;

2-(3-[3-[(2-chloro-3-trifluoromethyl-benzyl)-((S)-2-phenyl-propyl)-amino]-propoxy]-phenyl)-*N*-ethyl-acetamide;

25 2-(3-[3-[(2-chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy]-phenyl)-*N,N*-dimethyl-acetamide;

2-(3-[3-[(2-chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy]-phenyl)acetamide;

2-(3-[3-[(2-chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy]-phenyl)-*N*-methyl-acetamide;

30 2-(3-[3-[(2-chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy]-phenyl)-*N,N*-dimethyl-acetamide,

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

23. The compound according to claim 22 selected from:

35 2-(3-[3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy]phenyl)-*N*-methyl-acetamide,

2-(3-[3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy]phenyl)-*N,N*-dimethyl-acetamide,

2-(3-[2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-
propoxy}phenyl)-N-ethyl-acetamide,
2-(3-[2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-
phenyl)-N,N-bis-(2-methoxy-ethyl)-acetamide;
5 2-(3-[2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-
phenyl)-N-thiophen-3-ylmethyl-acetamide;
2-(3-[2-chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-
10 propoxy}-phenyl)acetamide;
2-(3-[2-chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-
propoxy}-phenyl)-N-methyl-acetamide;
and a stereoisomer, a stereoisomeric mixture or racemate thereof and a
pharmaceutically acceptable salt or solvate thereof.

24. The compound according to claim 1, wherein at least one of Y, W¹, W²,
15 W³, t, R¹, R², R⁴, R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰ or R¹¹ is defined as follows:

wherein:

Y is -S-, -N(R¹²)-, or -C(R⁴)(R⁵)-; or

W¹ is C₁-C₆ alkyl or Het, optionally unsubstituted or substituted with one or more
groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl,

20 C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴,
-C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹²,
-C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵,
-C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵,
-C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and
25 -C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl, is optionally unsubstituted or
substituted by one or more halo substituents; or

W² is H, halo, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -C₀-C₆ alkyl-NR¹³R¹⁴,
-C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹²,
-C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵,
30 -C₀-C₆ alkyl-OCONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³COR¹⁵,
-C₀-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar or -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said
C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents,
and wherein the C₃-C₇ cycloalkyl, Ar and Het moieties of said -C₀-C₆ alkyl-Het,
-C₁-C₆ alkyl-Ar and -C₁-C₆ alkyl-C₃-C₇ cycloalkyl are optionally unsubstituted or
35 substituted with one or more groups independently selected from halo, cyano, nitro,
C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹²,
-C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹²,
-C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹²,

-C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴,
 -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴,
 and -C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl, is optionally unsubstituted or
 substituted by one or more halo substituents; or

5 W³ is halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹²,
 -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴,
 -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OCONR¹³R¹⁴,
 -C₀-C₆ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³COR¹⁵, -C₀-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar
 or -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or
 10 substituted by one or more halo substituents; or

t is 1; or

at least one R¹ or R² is halo, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-NR¹³R¹⁴,

-C₁-C₆ alkyl-OR¹², -C₁-C₆ alkyl-SR¹², -C₁-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar and

-C₁-C₆ alkyl-C₃-C₇ cycloalkyl, or R¹ and R² together with the carbon to which they are

15 attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said
 heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where
 any of said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo
 substituents; or

at least one R⁴ or R⁵ is halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar or

20 -C₀-C₆ alkyl-C₃-C₇ cycloalkyl; or

at least one R⁶ or R⁷ is halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar or

-C₀-C₆ alkyl-C₃-C₇ cycloalkyl; or

at least one of R⁸ or R⁹ is halo, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar or

-C₀-C₆ alkyl-C₃-C₇ cycloalkyl; or

25 at least one of R¹⁰ and R¹¹ is C₁-C₁₂ alkyl, C₃-C₁₂ alkenyl, C₃-C₁₂ alkynyl,
 -C₀-C₈ alkyl-Ar, -C₀-C₈ alkyl-Het, -C₀-C₈ alkyl-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-O-Ar,
 -C₀-C₈ alkyl-O-Het, -C₀-C₈ alkyl-O-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-S(O)_x-C₁-C₆ alkyl,
 -C₀-C₈ alkyl-S(O)_x-Ar, -C₀-C₈ alkyl-S(O)_x-Het, -C₀-C₈ alkyl-S(O)_x-C₃-C₇ cycloalkyl,
 -C₀-C₈ alkyl-NH-Ar, -C₀-C₈ alkyl-NH-Het, -C₀-C₈ alkyl-NH-C₃-C₇ cycloalkyl,

30 -C₀-C₈ alkyl-N(C₁-C₄ alkyl)-Ar, -C₀-C₈ alkyl-N(C₁-C₄ alkyl)-Het,

-C₀-C₈ alkyl-N(C₁-C₄ alkyl)-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-Ar, -C₀-C₈ alkyl-Het or

-C₀-C₈ alkyl-C₃-C₇ cycloalkyl, where x is 0, 1 or 2, or R¹⁰ and R¹¹, together with the
 nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which
 optionally contains one or more additional heteroatoms selected from N, O, and S,

35 wherein said C₁-C₆ alkyl is optionally substituted by one or more of the substituents
 independently selected from the group halo, -OH, -SH, -NH₂, -NH(unsubstituted
 C₁-C₆ alkyl), -N(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl), unsubstituted
 -OC₁-C₆ alkyl, -CO₂H, -CO₂(unsubstituted C₁-C₆ alkyl), -CONH₂, -CONH(unsubstituted

C₁-C₆ alkyl), -CON(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl), -SO₃H,
-SO₂NH₂, -SO₂NH(unsubstituted C₁-C₆ alkyl) and -SO₂N(unsubstituted
C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl).

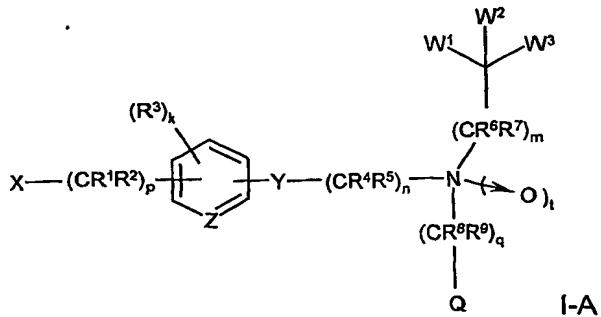
5 25. The compound according to claim 1, wherein at least one of R⁴, R⁵, R¹⁰,
R¹¹, or W² is defined as follows, wherein at least one of R⁴, R⁵, R¹⁰ or R¹¹ is not H, or
W² is C₁-C₄ alkyl or Het.

10 26. The compound according to claim 1, provided that R¹⁰ and R¹¹ are not
both H when: Z is CH, CR³ or N, wherein when Z is CH or CR³, k is 0-4 and when Z is
N, k is 0-3; Y is -O-; W¹ and W² are each independently C₃-C₈ cycloalkyl or aryl;
wherein said C₃-C₈ cycloalkyl and Ar are optionally unsubstituted or substituted as
defined herein; Q is C₃-C₈ cycloalkyl, Ar or 4-8 membered Het; wherein said
C₃-C₈ cycloalkyl, Ar or Het are optionally unsubstituted or substituted as defined herein;
15 27. W³ is H; p is 0-6; n is 2-8; m is 0 or 1; q is 0 or 1; t is 0; each R¹ and R² are
independently H, C₁-C₆ alkyl, -OC₁-C₆ alkyl or -SC₁-C₆ alkyl; each R³ is the same or
different and is independently halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl,
-OC₁-C₆ alkyl, -C₀-C₆ alkyl-CO₂R¹², -COR¹⁵, -SR¹², -SOR¹⁵, -SO₂R¹² (where R¹² is H,
C₁-C₆ alkyl or C₃-C₈ alkenyl and R¹⁵ is C₁-C₆ alkyl or C₃-C₆ alkenyl), -OCOC₁-C₆ alkyl,
20 28. -OC(O)NR¹³R¹⁴, -CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³R¹⁴ (where each R¹³ and each R¹⁴ are
independently selected from H, C₁-C₆ alkyl, C₃-C₆ alkenyl, and C₃-C₆ alkynyl) or a 5-6
membered Het; each R⁴, R⁵, R⁶, R⁷ and R⁸ are H; and R⁹ is H or C₁-C₆ alkyl;

25 27. A pharmaceutical composition comprising a compound according to any
one of claims 1-26.

28. The pharmaceutical composition according to claim 27 further
comprising a pharmaceutically acceptable carrier or diluent.

30 29. A method for the prevention or treatment of an LXR mediated disease or
condition comprising administering a therapeutically effective amount of a compound
having Formula I-A:



wherein:

Z is CH, CR³ or N, wherein when Z is CH or CR³, k is 0-4 and t is 0 or 1, and when Z is N, k is 0-3 and t is 0;

- 5 Y is selected from -O-, -S-, -N(R¹²)-, and -C(R⁴)(R⁵)-;

W¹ is selected from C₁-C₆ alkyl, C₀-C₆ alkyl C₃-C₈ cycloalkyl, aryl and Het, wherein said C₁-C₆ alkyl, C₃-C₈ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CNR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

10 W² is selected from H, halo, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CNR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OCONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³COR¹⁵, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C₃-C₇ cycloalkyl, Ar and Het moieties of said -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

15

W^3 is selected from the group consisting of: H, halo, C_1-C_6 alkyl, - C_0-C_6 alkyl-NR¹³R¹⁴, - C_0-C_6 alkyl-SR¹², - C_0-C_6 alkyl-OR¹², - C_0-C_6 alkyl-CO₂R¹², - C_0-C_6 alkyl-C(O)SR¹², - C_0-C_6 alkyl-CONR¹³R¹⁴, - C_0-C_6 alkyl-COR¹⁵, - C_0-C_6 alkyl-OCOR¹⁵, - C_0-C_6 alkyl-OCONR¹³R¹⁴, - C_0-C_6 alkyl-NR¹³CONR¹³R¹⁴, 5 - C_0-C_6 alkyl-NR¹³COR¹⁵, - C_0-C_6 alkyl-Het, - C_1-C_6 alkyl-Ar and - C_1-C_6 alkyl-C₃-C₇ cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is selected from C_3-C_8 cycloalkyl, Ar and Het; wherein said C_3-C_8 cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups

10 independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, - C_0-C_6 alkyl-CO₂R¹², - C_0-C_6 alkyl-C(O)SR¹², - C_0-C_6 alkyl-CONR¹³R¹⁴, - C_0-C_6 alkyl-COR¹⁵, - C_0-C_6 alkyl-NR¹³R¹⁴, - C_0-C_6 alkyl-SR¹², - C_0-C_6 alkyl-OR¹², - C_0-C_6 alkyl-SO₃H, - C_0-C_6 alkyl-SO₂NR¹³R¹⁴, - C_0-C_6 alkyl-SO₂R¹², - C_0-C_6 alkyl-SOR¹⁵, - C_0-C_6 alkyl-OCOR¹⁵, - C_0-C_6 alkyl-OC(O)NR¹³R¹⁴, - C_0-C_6 alkyl-OC(O)OR¹⁵, 15 - C_0-C_6 alkyl-NR¹³C(O)OR¹⁵, - C_0-C_6 alkyl-NR¹³C(O)NR¹³R¹⁴, and - C_0-C_6 alkyl-NR¹³COR¹⁵, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

p is 0-8;

n is 2-8;

20 m is 0 or 1;

q is 0 or 1;

t is 0 or 1;

each R¹ and R² are independently selected from H, halo, C_1-C_6 alkyl,

25 C_3-C_6 alkenyl, C_3-C_6 alkynyl, - C_0-C_6 alkyl-NR¹³R¹⁴, - C_0-C_6 alkyl-OR¹², - C_0-C_6 alkyl-SR¹², - C_1-C_6 alkyl-Het, - C_1-C_6 alkyl-Ar and - C_1-C_6 alkyl-C₃-C₇ cycloalkyl, or R¹ and R² together with the carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where any of said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

30 each R³ is the same or different and is independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, - C_0-C_6 alkyl-Ar, - C_0-C_6 alkyl-Het, - C_0-C_6 alkyl-C₃-C₇ cycloalkyl, - C_0-C_6 alkyl-CO₂R¹², - C_0-C_6 alkyl-C(O)SR¹², - C_0-C_6 alkyl-CONR¹³R¹⁴, - C_0-C_6 alkyl-COR¹⁵, - C_0-C_6 alkyl-NR¹³R¹⁴, - C_0-C_6 alkyl-SR¹², - C_0-C_6 alkyl-OR¹², - C_0-C_6 alkyl-SO₃H, - C_0-C_6 alkyl-SO₂NR¹³R¹⁴, - C_0-C_6 alkyl-SO₂R¹², 35 - C_0-C_6 alkyl-SOR¹⁵, - C_0-C_6 alkyl-OCOR¹⁵, - C_0-C_6 alkyl-OC(O)NR¹³R¹⁴, - C_0-C_6 alkyl-OC(O)OR¹⁵, - C_0-C_6 alkyl-NR¹³C(O)OR¹⁵, - C_0-C_6 alkyl-NR¹³C(O)NR¹³R¹⁴, and - C_0-C_6 alkyl-NR¹³COR¹⁵, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R⁴ and R⁵ is independently selected from H, halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

R⁶ and R⁷ are each independently selected from H, halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

5 R⁸ and R⁹ are each independently selected from H, halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

R¹⁰ and R¹¹ are each independently selected from H, C₁-C₁₂ alkyl, C₃-C₁₂ alkenyl, C₃-C₁₂ alkynyl, -C₀-C₈ alkyl-Ar, -C₀-C₈ alkyl-Het, -C₀-C₈ alkyl-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-O-Ar, -C₀-C₈ alkyl-O-Het,

10 -C₀-C₈ alkyl-O-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-S(O)_x-C₀-C₆ alkyl, -C₀-C₈ alkyl-S(O)_x-Ar, -C₀-C₈ alkyl-S(O)_x-Het, -C₀-C₈ alkyl-S(O)_x-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-NH-Ar, -C₀-C₈ alkyl-NH-Het, -C₀-C₈ alkyl-NH-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-N(C₁-C₄ alkyl)-Ar, -C₀-C₈ alkyl-N(C₁-C₄ alkyl)-Het, -C₀-C₈ alkyl-N(C₁-C₄ alkyl)-C₃-C₇ cycloalkyl, -C₀-C₈ alkyl-Ar, -C₀-C₈ alkyl-Het and -C₀-C₈ alkyl-C₃-C₇ cycloalkyl, where x is 0, 1 or 2,

15 or R¹⁰ and R¹¹, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C₁-C₁₂ alkyl, C₃-C₁₂ alkenyl, or C₃-C₁₂ alkynyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH₂, -NH(unsubstituted C₁-C₆ alkyl), -N(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl), unsubstituted -OC₁-C₆ alkyl, -CO₂H, -CO₂(unsubstituted C₁-C₆ alkyl), -CONH₂, -CONH(unsubstituted C₁-C₆ alkyl), -CON(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl), -SO₃H, -SO₂NH₂, -SO₂NH(unsubstituted C₁-C₆ alkyl) and -SO₂N(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl);

20 R¹² is selected from H, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

each R¹³ and each R¹⁴ are independently selected from H, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, or R¹³ and R¹⁴ together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

25 R¹⁵ is selected from C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

provided that R¹⁰ and R¹¹ are not both H when Z is CH or N, Y is -O(CR⁴R⁵)-, n is 3, m is 1 and each R⁴, R⁵, R⁶, R⁷ are H, W³ is H, p is 0 or p is 1 or 2 and R¹ and R² are each H, k is 0 or k is 1 and R³ is halo or C₁-C₄ alkoxy, q is 0 or q is 1 or 2 and R⁸ and R⁹ are each H, Q is unsubstituted C₃-C₇ cycloalkyl, phenyl or Het, or phenyl substituted by one or more substituents selected from halo, -CH₃, -CH₂CH₃, -CF₃,

-OC₁-C₄ alkyl, -OCH₂CH₂OH, -OCF₃, -OCF₂H, -SCH₃, -SCF₃, -SO₂CH₃, -CO₂H,
-CO₂CH₃, -OH, -OCH₂CO₂H, -CH₂CONH₂, -NO₂, -CN, -N(CH₃)₂, and -NHC(O)CH₃, or
Het substituted by one or more substituents selected from: -C₁-C₃ alkyl, -OC₁-C₄ alkyl,
-CH₂OH, -CO₂H, -CO₂CH₂CH₃, -CO₂-*tert*-C₄H₉ alkyl, -CO₂CH₂-phenyl, -CONH₂,
5 -C(O)phenyl, -C(O)CH₃, -CH₂CH₂-phenyl, and oxo, t is 0, and W¹ and W² are each
independently selected from unsubstituted cyclohexyl and unsubstituted phenyl;
or a pharmaceutically acceptable salt or solvate thereof.

30. The method according to claim 29, wherein p is 0 or 1 and q is 1.

10

31. The method according to any one of claims 29-30, wherein R¹, R², R⁸
and R⁹ are each H.

32. The method according to any one of claims 29-31, wherein Z is CH.

15

33. The method according to any one of claims 29-32, wherein k is 0 or 1.

34. The method according to any one of claims 29-33, wherein R³ is
selected from halo, C₁-C₄ alkyl and C₁-C₄ alkoxy.

20

35. The method according to any one of claims 29-34, wherein n is 3.

36. The method according to any one of claims 29-35, wherein R¹⁰ is H or
C₁-C₄ alkyl.

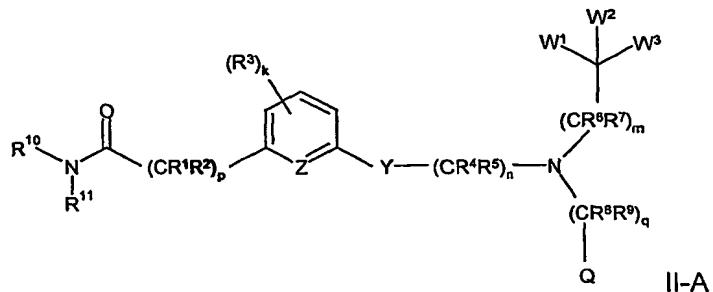
25

37. The method according to any one of claims 29-36, wherein Q is phenyl
optionally substituted with two substituents selected from halo and C₁-C₄ haloalkyl.

30

38. The method according to any one of claims 29-37 wherein W¹ and W²
are unsubstituted phenyl.

39. A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound having Formula II-A:



5 wherein:

Z is CH or N, wherein k is 0, 1 or 2;

Y is -O- or -C(R⁴)(R⁵)-;

W¹ is selected from C₁-C₆ alkyl, C₃-C₈ cycloalkyl, aryl or Het, wherein said C₁-C₆ alkyl, C₃-C₈ cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-SO₃H, -C₀-C₄ alkyl-SO₂NR¹³R¹⁴, -C₀-C₄ alkyl-SO₂R¹², -C₀-C₄ alkyl-SOR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OC(O)NR¹³R¹⁴, 15 -C₀-C₄ alkyl-OC(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₄ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W² is selected from H, halo, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-CO₂R¹², 20 -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OCONR¹³R¹⁴, -C₀-C₄ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₄ alkyl-NR¹³COR¹⁵, -C₀-C₄ alkyl-Het, -C₀-C₄ alkyl-Ar and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C₃-C₇ cycloalkyl, Ar and Het moieties of said -C₀-C₄ alkyl-Het, -C₀-C₄ alkyl-Ar and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², 30 -C₀-C₄ alkyl-SO₃H, -C₀-C₄ alkyl-SO₂NR¹³R¹⁴, -C₀-C₄ alkyl-SO₂R¹², -C₀-C₄ alkyl-SOR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₄ alkyl-OC(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)NR¹³R¹⁴, and

-C₀-C₄ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W³ is selected from the group consisting of: H, halo, C₁-C₆ alkyl, -C₀-C₄ alkyl-NR¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-CO₂R¹²,

- 5 -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CNR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OCONR¹³R¹⁴, -C₀-C₄ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₄ alkyl-NR¹³COR¹⁵, -C₀-C₄ alkyl-Het, -C₁-C₄ alkyl-Ar and -C₁-C₄ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

- 10 Q is phenyl or Het; wherein said phenyl or Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₄ alkyl-CO₂R¹², -C₀-C₄ alkyl-C(O)SR¹², -C₀-C₄ alkyl-CONR¹³R¹⁴, -C₀-C₄ alkyl-COR¹⁵, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-SR¹², -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-SO₃H, -C₀-C₄ alkyl-SO₂NR¹³R¹⁴, -C₀-C₄ alkyl-SO₂R¹², -C₀-C₄ alkyl-SOR¹⁵, -C₀-C₄ alkyl-OCOR¹⁵, -C₀-C₄ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₄ alkyl-OC(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₄ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₄ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

20 n is 3;

m is 0 or 1;

q is 0 or 1;

t is 0;

each R¹ and R² are independently selected from H, fluoro, C₁-C₆ alkyl,

- 25 -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-SR¹², -C₁-C₄ alkyl-Het, -C₁-C₄ alkyl-Ar and -C₁-C₄ alkyl-C₃-C₇ cycloalkyl, where any of said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R³ is the same or different and is independently selected from halo, cyano, C₁-C₆ alkyl, -C₀-C₄ alkyl-NR¹³R¹⁴, -C₀-C₄ alkyl-OR¹², -C₀-C₄ alkyl-SO₂NR¹³R¹⁴, and

- 30 -C₀-C₄ alkyl-CO₂H, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R⁴ and R⁵ is independently selected from H, fluoro and C₁-C₆ alkyl;

R⁶ and R⁷ are each independently selected from H, fluoro and C₁-C₆ alkyl;

R⁸ and R⁹ are each independently selected from H, fluoro and C₁-C₆ alkyl;

- 35 R¹⁰ and R¹¹ are each independently selected from H, C₁-C₁₀ alkyl,

C₃-C₈ alkenyl, C₃-C₈ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-O-Ar, -C₀-C₆ alkyl-O-Het, -C₀-C₆ alkyl-O-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-S(O)_x-C₁-C₆ alkyl, -C₀-C₆ alkyl-S(O)_x-Ar,

- C₀-C₆ alkyl-S(O)_xHet, -C₀-C₆ alkyl-S(O)_x-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-NH-Ar,
 -C₀-C₆ alkyl-NH-Het, -C₀-C₆ alkyl-NH-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-N(C₁-C₄ alkyl)-Ar,
 -C₀-C₆ alkyl-N(C₁-C₄ alkyl)-Het, -C₀-C₆ alkyl-N(C₁-C₄ alkyl)-C₃-C₇ cycloalkyl,
 -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, where x is 0, 1 or 2,
- 5 or R¹¹ and R¹², together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C₁-C₁₀ alkyl, C₃-C₁₀ alkenyl, C₃-C₁₀ alkynyl are optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH₂, -NH(unsubstituted C₁-C₄ alkyl), -N(unsubstituted C₁-C₄ alkyl)(unsubstituted C₁-C₄ alkyl), unsubstituted -OC₁-C₄ alkyl, -CO₂H, -CO₂(unsubstituted C₁-C₄ alkyl), -CONH₂, -CONH(unsubstituted C₁-C₄ alkyl), -CON(unsubstituted C₁-C₄ alkyl)(unsubstituted C₁-C₄ alkyl), -SO₃H, -SO₂NH₂, -SO₂NH(unsubstituted C₁-C₄ alkyl) and -SO₂N(unsubstituted C₁-C₄ alkyl)(unsubstituted C₁-C₄ alkyl);
- 10 R¹² is selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl; each R¹³ and R¹⁴ are each independently selected from H, C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl, or R¹³ and R¹⁴ together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and
- 15 R¹⁵ is selected from C₁-C₆ alkyl, -C₀-C₄ alkyl-Ar, -C₀-C₄ alkyl-Het and -C₀-C₄ alkyl-C₃-C₇ cycloalkyl; provided that R¹⁰ and R¹¹ are not both H when Z is CH or N, Y is -O(CR⁴R⁵)-, n is 3, m is 1 and each R⁴, R⁵, R⁶, R⁷ are H, W³ is H, p is 0 or p is 1 or 2 and R¹ and R² are each H, k is 0 or k is 1 and R³ is halo or C₁-C₄ alkoxy, q is 0 or q is 1 or 2 and R⁸ and R⁹ are each H, Q is unsubstituted phenyl or Het, or phenyl substituted by one or more substituents selected from halo, -CH₃, -CH₂CH₃, -CF₃, -OC₁-C₄ alkyl, -OCH₂CH₂OH, -OCF₃, -OCF₂H, -SCH₃, -SCF₃, -SO₂CH₃, -CO₂H, -CO₂CH₃, -OH, -OCH₂CO₂H, -CH₂CONH₂, -NO₂, -CN, -N(CH₃)₂, and -NHC(O)CH₃, or Het substituted by one or more substituents selected from: -C₁-C₃ alkyl, -OC₁-C₄ alkyl, -CH₂OH, -CO₂H, -CO₂CH₂CH₃, -CO₂-tert-C₄H₉ alkyl, -CO₂CH₂-phenyl, -CONH₂, -C(O)phenyl, -C(O)CH₃, -CH₂CH₂-phenyl, and oxo, t is 0, and W¹ and W² are each independently selected from unsubstituted cyclohexyl and unsubstituted phenyl;
- 20 or a pharmaceutically acceptable salt or solvate thereof.
- 25 40. The method according to claims 29 or 39, wherein R¹, R², R³, R⁶, R⁷, R⁸, R⁹ and W³ are each H; R⁴ and R⁵ are each independently selected from H and

C₁-C₄ alkyl, R¹⁰ and R¹¹ are each independently selected from H, C₁-C₁₀ alkyl, -C₁-C₄ alkyl-O-Ar, -S(O)₂C₁-C₄ alkyl, -S(O)₂-Ar, -C₀-C₄ alkyl-Het, where the Het group is selected from imidazolyl, thienyl (thiophenyl), morpholinyl, thiomorpholinyl, furyl, tetrahydrofuryl, pyridyl, isoxazolyl, oxadiazolyl, triazolyl and thiazolyl; or R¹⁰ and R¹¹,

5 together with the nitrogen to which they are attached, form a substituted or unsubstituted 4-7 membered heterocyclic ring which optionally contains one additional heteroatom selected from N and O, wherein the substituted ring is substituted with C₁-C₄ alkyl, wherein when said C₀-C₄ alkyl is C₁-C₄ alkyl, said C₁-C₄ alkyl is unsubstituted or substituted by -CO₂H or -CO₂(unsubstituted C₁-C₆ alkyl); Z is CH; Y is
10 -O- or -C(R⁴)(R⁵)-; Q is a substituted phenyl group, containing two substituents selected from halo and C₁-C₄ haloalkyl; p is 0, 1 or 2; n is 3; m is 0 or 1; q is 1; k is 0; t is 0; and W¹ and W² are aryl or W¹ is aryl and W² is aryl or C₁-C₄ alkyl; or a pharmaceutically acceptable salt or solvate thereof.

15 41. The method according to claims 29 or 39, wherein R¹, R², R³, R⁶, R⁷, R⁸, R⁹ and W³ are each H; ; R⁴ and R⁵ are each independently selected from H and methyl; R¹⁰ and R¹¹ are each independently selected from H, methyl, ethyl, imidazol-2-yl-methyl-, 5-bromo-thiophen-2-yl-methyl- (or 5-bromo-thien-2-yl-methyl-), thiophen-2-yl-methyl- (or thien-2-yl-methyl-), 2-methoxy-ethyl-, 2-dimethylamino-ethyl-, 20 2-morpholin-4-yl-ethyl-, 2-methoxy-1-methyl-ethyl-, 2-methoxy-ethyl-, furan-2-yl-methyl-, 3-methyl-isoxazol-5-yl-methyl-, 2-thiomorpholin-4-yl-ethyl-, 2-pyrrolidin-1-yl-ethyl-, pyridin-3-yl-methyl-, 2-pyridin-2-yl-ethyl-, 3-phenoxy-ethyl-, 3-isopropoxy-propyl-, 3-methoxy-propyl-, 5-methyl-[1,3,4] oxadiazol-2-yl-methyl-, 4-methyl-thiazol-2-yl-methyl-, 1-thiophen-2-yl-ethyl-, thiophen-3-yl-methyl- 5-methyl-4H-[1,2,4]triazol-3-yl-methyl-, pyridin-2-yl-methyl-, tetrahydrofuran-2-yl-methyl-, 1-ethyl-pyrrolidin-2-yl-methyl-, octyl, decyl, 2-(2-hydroxy-ethoxy)-ethyl-, 1-carboxy-thiophen-2-yl-methyl- (or 1-carboxy-thien-2-yl-methyl-), phenyl, methyl-sulfonyl- (mesyl), phenyl-sulfonyl- (benzene sulfonyl), or R¹⁰ and R¹¹, together with the nitrogen to which they are attached, form an azetidinyl, pyrrolidinyl, piperidinyl, azepanyl, 4-methyl-piperazin-1-yl, or morpholin-4-yl group; Z is CH; Y is -O-; Q is 2-chloro-3-(trifluoromethyl)phenyl; p is 1; n is 3; q is 1; k is 0; t is 0; m is 1; and W¹ and W² are each unsubstituted phenyl or W¹ is unsubstituted phenyl and W² is methyl; or a pharmaceutically acceptable salt or solvate thereof.

35 42. The method according to claims 29 or 39, wherein at least one of Y, W¹, W², W³, t, R¹, R², R⁴, R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰ or R¹¹ is defined as follows:

wherein:

Y is -S-, -N(R¹²)-, or -C(R⁴)(R⁵)-; or

- W¹ is Het optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹²,
- 5 -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo substituents; or
- 10 W² is H, halo, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OCONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³COR¹⁵, -C₀-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar or -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said
- 15 C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C₃-C₇ cycloalkyl, Ar and Het moieties of said -C₀-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar and -C₁-C₆ alkyl-C₃-C₇ cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹²,
- 20 -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹³R¹⁴, -C₀-C₆ alkyl-SO₂R¹², -C₀-C₆ alkyl-SOR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OC(O)NR¹³R¹⁴, -C₀-C₆ alkyl-OC(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)OR¹⁵, -C₀-C₆ alkyl-NR¹³C(O)NR¹³R¹⁴, and -C₀-C₆ alkyl-NR¹³COR¹⁵, where said C₁-C₆ alkyl, is optionally unsubstituted or substituted by one or more halo substituents; or
- 25 W³ is halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₀-C₆ alkyl-SR¹², -C₀-C₆ alkyl-OR¹², -C₀-C₆ alkyl-CO₂R¹², -C₀-C₆ alkyl-C(O)SR¹², -C₀-C₆ alkyl-CONR¹³R¹⁴, -C₀-C₆ alkyl-COR¹⁵, -C₀-C₆ alkyl-OCOR¹⁵, -C₀-C₆ alkyl-OCONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³COR¹⁵, -C₀-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar or -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, wherein said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents; or
- t is 1; or
- at least one R¹ or R² is halo, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-NR¹³R¹⁴, -C₁-C₆ alkyl-OR¹², -C₁-C₆ alkyl-SR¹², -C₁-C₆ alkyl-Het, -C₁-C₆ alkyl-Ar and
- 35 -C₁-C₆ alkyl-C₃-C₇ cycloalkyl, or R¹ and R² together with the carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where

said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents; or

at least one R⁴ or R⁵ is halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar or -C₀-C₆ alkyl-C₃-C₇ cycloalkyl; or

5 at least one R⁶ or R⁷ is halo, C₁-C₆ alkyl, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar or -C₀-C₆ alkyl-C₃-C₇ cycloalkyl; or

at least one of R⁸ or R⁹ is halo, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-Ar or -C₀-C₆ alkyl-C₃-C₇ cycloalkyl; or

at least one of R¹⁰ or R¹¹ is C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl,

10 -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het, -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-O-Ar, -C₀-C₆ alkyl-O-Het, -C₀-C₆ alkyl-O-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-S(O)_x-C₁-C₆ alkyl,

-C₀-C₆ alkyl-S(O)_x-Ar, -C₀-C₆ alkyl-S(O)_x-Het, -C₀-C₆ alkyl-S(O)_x-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-NH-Ar, -C₀-C₆ alkyl-NH-Het, -C₀-C₆ alkyl-NH-C₃-C₇ cycloalkyl,

-C₀-C₆ alkyl-N(C₁-C₄ alkyl)-Ar, -C₀-C₆ alkyl-N(C₁-C₄ alkyl)-Het,

15 -C₀-C₆ alkyl-N(C₁-C₄ alkyl)-C₃-C₇ cycloalkyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-Het or -C₀-C₆ alkyl-C₃-C₇ cycloalkyl, where x is 0, 1 or 2, or

R¹⁰ and R¹¹, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C₁-C₆ alkyl is optionally

20 substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH₂, -NH(unsubstituted C₁-C₆ alkyl), -N(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl), unsubstituted -OC₁-C₆ alkyl, -CO₂H,

-CO₂(unsubstituted C₁-C₆ alkyl), -CONH₂, -CONH(unsubstituted C₁-C₆ alkyl),

-CON(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl), -SO₃H, -SO₂NH₂,

25 -SO₂NH(unsubstituted C₁-C₆ alkyl) and -SO₂N(unsubstituted C₁-C₆ alkyl)(unsubstituted C₁-C₆ alkyl).

43. The method according to claims 29 or 39, wherein at least one of R⁴, R⁵, R¹⁰, R¹¹, or W² is defined as follows, wherein at least one of R⁴, R⁵, R¹⁰ or R¹¹ is not H, or W² is C₁-C₄ alkyl or Het.

44. The method according to claims 29 or 39, provided that R¹⁰ and R¹¹ are not both H when: Z is CH, CR³ or N, wherein when Z is CH or CR³, k is 0-4 and when Z is N, k is 0-3; Y is -O-; W¹ and W² are each independently C₃-C₈ cycloalkyl or aryl; 35 wherein said C₃-C₈ cycloalkyl and Ar are optionally unsubstituted or substituted as defined herein; Q is selected from C₃-C₈ cycloalkyl, Ar and 4-8 membered Het; wherein said C₃-C₈ cycloalkyl, Ar and Het are optionally unsubstituted or substituted as defined herein; W³ is H; p is 0-6; n is 2-8; m is 0 or 1; q is 0 or 1; t is 0; each R¹ and R² are

independently H, C₁-C₆ alkyl, -OC₁-C₆ alkyl or -SC₁-C₆ alkyl; each R³ is the same or different and is independently halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl,
-OC₁-C₆ alkyl, -C₀-C₆ alkyl-CO₂R¹², -COR¹⁵, -SR¹², -SOR¹⁵, -SO₂R¹² (where R¹² is H,
C₁-C₆ alkyl or C₃-C₆ alkenyl and R¹⁵ is C₁-C₆ alkyl or C₃-C₆ alkenyl), -OCOC₁-C₆ alkyl,
5 -OC(O)NR¹³R¹⁴, -CONR¹³R¹⁴, -C₀-C₆ alkyl-NR¹³R¹⁴ (where each R¹³ and each R¹⁴ are
independently selected from H, C₁-C₆ alkyl, C₃-C₆ alkenyl, and C₃-C₆ alkynyl) or a 5-6
membered Het; each R⁴, R⁵, R⁶, R⁷ and R⁸ are H; and R⁹ is H or C₁-C₆ alkyl;

45. A method for the prevention or treatment of an LXR mediated disease or
10 condition comprising administering a therapeutically effective amount of a compound
selected from:

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-
propoxy}phenyl)-N-methyl-acetamide,

15 2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-
propanoyl}phenyl)-N,N-dimethyl-acetamide,

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-
propanoyl}phenyl)-N-ethyl-acetamide,

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propanoyl}-
phenyl)-N,N-bis-(2-methoxy-ethyl)-acetamide;

20 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propanoyl}-
phenyl)-N-thiophen-3-ylmethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-
propanoyl}-phenyl)acetamide;

25 2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-
propanoyl}-phenyl)-N-methyl-acetamide;

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a
pharmaceutically acceptable salt or solvate thereof.

46. The method according to any one of claims 29-39, wherein said LXR
30 mediated disease or condition is cardiovascular disease.

47. The method according to any one of claims 29-39 wherein said LXR
mediated disease or condition is atherosclerosis.

35 48. The method according to any one of claims 29-39, wherein said LXR
mediated disease or condition is inflammation.

49. A method for increasing reverse cholesterol transport, said method comprising administering a therapeutically effective amount of a compound according to any one of claims any one of claims 29-39.

5 50. A method for inhibiting cholesterol absorption, said method comprising administering a therapeutically effective amount of a compound according to any one of claims 29-39.

10 51. A compound according to any one of claims 1-26 for use as a medicament.

52. Use of a compound according to any one of claims 1-26 for the preparation of a medicament for the prevention or treatment of an LXR mediated disease or condition.

15 53. Use of a compound according to any one of claims 1-26 for the preparation of a medicament for the prevention or treatment of cardiovascular disease.

20 54. Use of a compound according to any one of claims 1-26 for the preparation of a medicament for the prevention or treatment of atherosclerosis.

55. Use of a compound according to any one of claims 1-26 for the preparation of a medicament for the prevention or treatment of inflammation.

25 56. Use of a compound according to any one of claims 1-26 for the preparation of a medicament for increasing reverse cholesterol transport.

57. Use of a compound according to any one of claims 1-26 for the preparation of a medicament for inhibiting cholesterol absorption.

30 58. A pharmaceutical composition comprising a compound according to any one of claims 1-26 for use in the prevention or treatment of an LXR mediated disease or condition.

35